

NO-084AC68 TIGER LEASING GROUP

Date MAR 24 1980

Fee \$ 10.00

ICC Washington, D. C.

RECORDATION NO. 11417-CCC Filed 1423

MAR 24 1980 - 3 10 PM

February 15, 1980 INTERSTATE COMMERCE COMMISSION

FEE OPERATION
I.C.C.
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RECEIVED

Secretary
Interstate Commerce Commission
Washington, D.C.

Re: Section 11303 Filing: Supplement dated as of February 15, 1980, ("Supplement") to the Bailment Agreement and Assignment of Leased dated as of November 2, 1979, ("Bailment Agreement"), by and between North American Car Corporation ("Bailee") and General Electric Credit and Leasing Corporation ("Bailor"). Recorded under Recordation No. 11417.

*Ms Lee
this one is
11417-CCC*

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate Commerce Act are executed counterparts of the above described Supplements to the above described Bailment Agreement, between Bailee, 222 South Riverside Plaza, Chicago, Illinois 60606 and Bailor, P.O. Box 8300, 260 Long Ridge Road, Stamford, Connecticut 06904. The Bailment Agreement was recorded with the Interstate Commerce Commission at 1:15 p.m. on January 23, 1980, under Recordation No. 11417.

Under the Bailment Agreement, Bailee agrees to hold, lease, maintain and perform certain administrative and other services with respect to the equipment described in Schedule A thereto (which equipment has been or is to be sold to Bailor) and assigns, transfers and sets over unto Bailor all of Bailee's right, title and interest, powers, privileges and other benefits in, but not its obligations under, the leases of such equipment described in Schedule B to the Bailment Agreement, together with all amounts which may be received or credited to the account of Bailee in respect of mileage compensation from railroads using the equipment leased under such leases or any other sums received by or payable to Bailee from parties other than the lessee with respect thereto, all in accordance with the Bailment Agreement.

The Supplement, by its terms, amends Annex A and B to the Bailment Agreement as set forth in the Supplement and the schedules thereto.

NORTH AMERICAN CAR CORPORATION

222 SOUTH RIVERSIDE PLAZA • CHICAGO, ILLINOIS 60606 U.S.A. • (312) 648-4000 • TELEX 255222

TIGER
LEASING
GROUP

Secretary
Interstate Commerce Commission

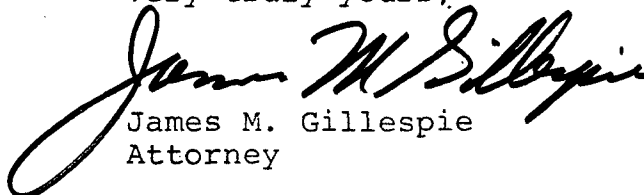
Page Two

Also enclosed is a check, payable to the Interstate Commerce Commission in the amount of \$10.00 as the recording fee for the Bailment Agreement. *Supplement*.

Pursuant to the Commission's rules and regulations for the recording of certain documents, under Section 11303 of the Interstate Commerce Act, you are hereby requested to duly file two of each of the enclosed counterparts for record in your office and to return the remaining counterparts together with the Secretary's Certificate of Recording, to the messenger making this delivery.

If you have any questions, please contact me.

Very truly yours,


James M. Gillespie
Attorney

JMG/dak
enclosures

11417-ccc

SUPPLEMENT, dated as of February 15, 1980 to the
BAILMENT AGREEMENT AND ASSIGNMENT LEASES, dated as of
November 2, 1979, (the "Assignment"), between GENERAL
ELECTRIC CREDIT AND LEASING CORPORATION, a Delaware corporation
("GECC") and NORTH AMERICAN CAR CORPORATION, a Delaware
corporation ("NACC"):

WHEREAS, NACC and GECC desire to add the units of
railroad equipment referred to in Schedule A hereto ("Equipment") to the Assignment;

WHEREAS, NACC and GECC desire to assign the leases
referred to in Schedule B hereto (the "Leases") to the Assignment;

NOW THEREFORE, in consideration of the mutual cov-
enants and promises contained herein and in the Assignment,
GECC and NACC agree as follows:

Article I. Definitions, Interpretation

1.01. The definitions set forth or incorporated by
reference in the Assignment are incorporated herein by reference
to the same extent as if set forth herein, except as herein
otherwise provided.

1.02. In the event of any discrepancy between the
provisions of this Supplement and the provisions of the
Assignment, the provisions of the Assignment shall control and
the provisions hereof are expressly made subject thereto.

Article II. Supplement to Assignment

2.01. The Assignment is hereby supplemented to
add the Leases and the Equipment thereto.

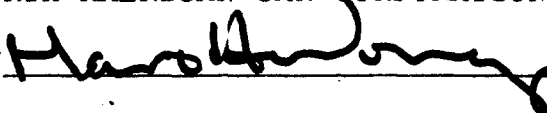
Article III. Representation and Warranties

3.01 The representations, warranties and covenants
of NACC in the Assignment are true and correct on and as of
the date hereof as though made on and as of this date.

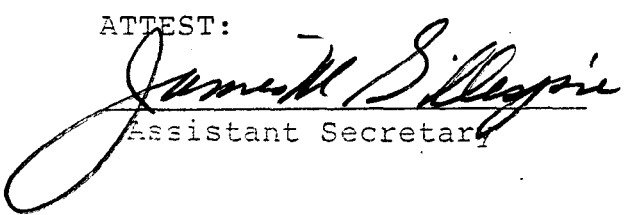
IN WITNESS WHEREOF, NACC and GECC have executed
this Supplement as of this 15th day of February, 1980.

NORTH AMERICAN CAR CORPORATION

By




ATTEST:


Assistant Secretary

GENERAL ELECTRIC CREDIT AND
LEASING CORPORATION

By


HERMAN W. GERTE
Manager - Special Projects

ATTEST:


ATTESTING SECRETARY

STATE OF ILLINOIS

SS.:

COUNTY OF COOK

On this 15th day of February, 1980, before me personally appeared Harold Wong, to me personally known, who, being by me duly sworn, says that he is a Director-Railcar Administration Services of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Debra A. Kelly
Notary Public

(Notarial Seal)

STATE OF Connecticut)

COUNTY OF Fairfield; SS.:

On this 20 day of March, 1980, before me personally appeared H.W. Gerte, to me personally known, who, being by me duly sworn, says that he is a Manager-Special Projects of GENERAL ELECTRIC CREDIT AND LEASING CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Joan A. Sayer
Notary Public
JOAN A. SAYER
NOTARY PUBLIC

(Notarial Seal)

MY COMMISSION EXPIRES MARCH 31, 1981

SCHEDULE A

<u>Description of Equipment (including AAR designation)</u>	<u>Quantity</u>	<u>Reporting Mark (Inclusive)</u>	<u>Serial Number (Inclusive)</u>
4750 cubic foot covered hopper cars, 100-ton trucks, class LO	15	NAHX 482070- 482074; NAHX 482657- 482666	482070- 482074; 482657- 482666
4750 cubic foot covered hopper cars, 100-ton trucks, class LO	40	NAHX 482075- 482114	482075- 482114
4750 cubic foot covered hopper cars, 100-ton trucks, class LO	5	NAHX 482150- 482154	482150- 482154
4750 cubic foot covered hopper cars, 100-ton trucks, class LO	6	NAHX 482118- 482123	482118- 482123
4750 cubic foot covered hopper cars, 100-ton trucks, class LO	6	NAHX 482132- 482137	482132- 482137

SCHEDULE B

<u>Dates and Numbers of Master Lease and Rider</u>	<u>Reporting Marks of Equipment Subject to Lease</u>	<u>Serial Numbers of Equipment Subject to Lease</u>	<u>Description of Equipment (in- cluding AAR desig.)</u>
Car Leasing Agreement 5324 (dated 4/20/79) Rider No. 1 (dated 4/20/79)	NAHX 482070- 482074; NAHX 482657- 482666	482070- 482074 482657- 482666	4750 cubic foot covered hopper cars, 100-ton trucks, class LO
Car Leasing Agreement 2747 (dated 4/16/73) Rider No. 7 (dated 12/27/78)	NAHX 482075- 482114	482075- 482114	4750 cubic foot covered hopper cars, 100-ton trucks, class LO
Car Leasing Agreement 1293-02 (dated 2/1/72) Rider No. 12 (dated 2/13/79)	NAHX 482150- 482154	482150- 482154	4750 cubic foot covered hopper cars, 100-ton trucks, class LO
Car Leasing Agreement 2714 (dated 1/24/79) Rider No. 1 (dated 1/24/79)	NAHX 482118- 482123	482118- 482123	4750 cubic foot covered hopper cars, 100-ton trucks, class LO
Car Leasing Agreement 9280-1 (dated 10/13/78) Rider No. 3 (dated 12/15/78)	NAHX 482132- 482137	482132- 482137	4750 cubic foot covered hopper cars, 100-ton trucks, class LO